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In re:	:	UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY
SHAPES/ARCH HOLDINGS L.L.C., et <u>al.</u>	:	CHAPTER 11
Debtors.	:	CASE NO. 08-14631(GMB)

**FOURTH INTERIM MONTHLY FEE STATEMENT OF PHOENIX MANAGEMENT
SERVICES, INC., RESTRUCTURING ADVISOR TO THE DEBTORS AND DEBTORS-
IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JUNE 2, 2008 THROUGH JUNE 29, 2008**

TO: HONORABLE GLORIA M. BURNS
UNITED STATES BANKRUPTCY JUDGE

This Fourth Interim Monthly Fee Statement for Compensation and Reimbursement of Expenses (the "Fourth Interim Fee Statement") is filed by Phoenix Management Services, Inc. ("Phoenix"), restructuring advisor to Shapes/Arch Holdings L.L.C. and its related debtor entities, the debtors and debtors-in-possession (collectively the "Debtors")¹, requesting compensation and reimbursement of expenses for services provided by Phoenix as restructuring advisor to the Debtors for the period from June 2, 2008 through June 29, 2008 (the "Fourth Interim Period").

Background

¹ In addition to Shapes/Arch Holdings L.L.C. ("Shapes/Arch"), the following entities, all of which are wholly owned subsidiaries or Shapes/Arch, also filed petitions on the Petition Date (defined below): Shapes L.L.C. ("Shapes"); Delair L.L.C. ("Delair"); Accu-Weld L.L.C. ("Accu-Weld"); and Ultra L.L.C. ("Ultra").

1. On March 16, 2008 (the "Petition Date"), the Debtors filed their petitions for relief under Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code").
2. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.
3. No trustee or examiner has been appointed in these cases.
4. An official committee of unsecured creditors (the "Committee") was appointed on March 31, 2008 and has been actively involved in these cases since that time.
5. By Order dated April 9, 2008, Phoenix was retained to represent the Debtors as its restructuring advisor in this bankruptcy proceeding, effective as of March 16, 2008.
6. On March 18, 2008, the Administrative Order Pursuant To 11 U.S.C. §§ 105(a) and 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses of Professionals (the "Compensation Procedures Order") was entered by the Court. Phoenix submits this Fourth Interim Fee Statement for compensation and reimbursement of actual, necessary costs and expenses for its service to the Debtors.
7. Phoenix's previously submitted Monthly Fee Statements, are as follows:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid
4/23/08	March 16, 2008 thru March 30, 2008	\$41,385.00	\$253.81	\$33,108.00 (\$41,385.00 x 80%)	\$253.81
5/21/08	March 31, 2008 thru April 27, 2008	\$101,425.00	\$954.20	\$81,140.00 (\$101,425.00 x 80%)	\$954.20
6/12/08	April 28, 2008 thru June 1, 2008	\$141,864.00	\$1,485.68		

8. During this Fourth Interim Period, Phoenix has been faithfully performing its duties under 11 U.S.C. § 327.

9. The Phoenix professionals who have rendered services in these cases for which Phoenix seeks compensation are reflected on the attached Exhibit "A", which provides the name of the professionals that have rendered services in these cases, their hourly rates and amount of time spent by each professional in these cases.

10. In accordance with the Compensation Procedures Order, and as set forth in Local Rule 2016-1 and the Court's General Order Adopting Guidelines Governing Procedures for Payment of Interim Compensation and Reimbursement of Expenses to Professionals, a detailed chronological itemization of the services rendered by each professional during the Fourth Interim Period, calculated by tenths of an hour, is attached hereto as Exhibit "B".

11. During the Fourth Interim Period, Phoenix provided services to the Debtors in the total amount of \$83,383.00.

12. Attached hereto as Exhibit "C" is a summary of the actual and necessary expenses incurred. During this Fourth Interim Period, Phoenix incurred actual and necessary expenses in the total amount of \$706.23.

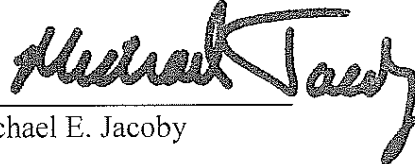
13. Pursuant to the Compensation Procedures Order, Phoenix seeks approval of 80% of the total compensation equal to \$66,625.60 ($\$83,383.00 \times 80\%$) and 100% reimbursement of expenses (\$706.23) expended by Phoenix under this Fourth Interim Fee Statement, and for authorization for the Debtors to reimburse Phoenix for same.

14. Prior to the commencement of these cases, Phoenix was paid a retainer totaling \$125,000, a portion of which was utilized by Phoenix to satisfy the fees and expenses requested in Phoenix's First Interim Statement. The amount presently held by Phoenix as a retainer is \$91,638.19.

WHEREFORE, Phoenix respectfully requests that, for the period from June 2, 2008 through June 29, 2008, a Fourth interim allowance be made to Phoenix in the total amount of \$66,625.60 (\$83,282.00 x 80% total fees incurred during the Fourth Interim Period) for compensation and \$706.23 for reimbursement of actual, necessary costs and expenses and that such amounts be authorized for payment by the Debtors.

Dated: July 10, 2008

PHOENIX MANAGEMENT SERVICES, INC.

By: 
Michael E. Jacoby

Submitted By,

COZEN O'CONNOR

By: /s/ Jerrold N. Poslusny, Jr.
Mark E. Felger
Jerrold N. Poslusny, Jr.

Attorneys for the Debtors

EXHIBIT "A"

NAME OF PROFESSIONAL	TITLE	HOURS	RATE	FEE
1. Mark A. Karbiner	Vice President	156.90	\$245.00	\$38,440.50
2. Michael E. Jacoby	Managing Director	99.20	\$405.00	\$40,176.00
3. Gregory Felix	Analyst	30.10	\$155.00	\$4,665.50
TOTAL:		286.20		\$83,282.00

Exhibit B

4th Fee Application

**Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317**

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period: 6/02/08 thru 6/29/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
1	MAK	6/2/2008	Begin cash flow scorecard	2.70	\$ 245.00	\$ 661.50
2	MAK	6/2/2008	Prepare cash flow scorecard	0.90	\$ 245.00	\$ 220.50
3	MAK	6/2/2008	Continue cash flow scorecard	2.70	\$ 245.00	\$ 661.50
4	MAK	6/2/2008	Revise cash flow scorecard	0.60	\$ 245.00	\$ 147.00
5	MAK	6/2/2008	Continue cash flow scorecard	0.70	\$ 245.00	\$ 171.50
6	MEJ	6/2/2008	emails re: claims	0.20	\$ 405.00	\$ 81.00
7	MEJ	6/2/2008	Update with MK re: cf	0.10	\$ 405.00	\$ 40.50
8	MEJ	6/2/2008	Discussion with JSV re: visits this week	0.20	\$ 405.00	\$ 81.00
9	MEJ	6/2/2008	emails re: HIG and plant tours	0.20	\$ 405.00	\$ 81.00
10	MAK	6/3/2008	Begin 13-week CF rollforward	2.30	\$ 245.00	\$ 563.50
11	MAK	6/3/2008	Prep 13-week CF rollforward	1.80	\$ 245.00	\$ 441.00
12	MAK	6/3/2008	Continue prep 13-week CF rollforward	2.10	\$ 245.00	\$ 514.50
13	MAK	6/3/2008	Continue prep 13-week CF rollforward	1.10	\$ 245.00	\$ 269.50
14	MEJ	6/3/2008	Update with Paul re: claims, etc.	0.30	\$ 405.00	\$ 121.50
15	MEJ	6/3/2008	Preliminary review of claims	0.60	\$ 405.00	\$ 243.00
16	MEJ	6/3/2008	Update UCC listing and executory contracts	0.70	\$ 405.00	\$ 283.50
17	MEJ	6/3/2008	Discussion with SG re: HIG and personnel	0.40	\$ 405.00	\$ 162.00
18	MEJ	6/3/2008	Discussion with Nat City re: Plant tours Meeting with MF, JP, SG, PS, DG re: case status,	0.30	\$ 405.00	\$ 121.50
19	MEJ	6/3/2008	timing claims, etc.	4.40	\$ 405.00	\$ 1,782.00
20	MAK	6/4/2008	Revise 13-week CF	3.10	\$ 245.00	\$ 759.50
21	MAK	6/4/2008	Continue revise 13-week CF rollforward	1.10	\$ 245.00	\$ 269.50
22	MAK	6/4/2008	Revise cash flow scorecard	0.40	\$ 245.00	\$ 98.00
23	MAK	6/4/2008	Prep 13-week CF rollforward	2.10	\$ 245.00	\$ 514.50
24	MAK	6/4/2008	Finalize cash flow scorecard	0.40	\$ 245.00	\$ 98.00
25	MAK	6/4/2008	Continue revise 13-week CF rollforward	1.10	\$ 245.00	\$ 269.50
26	MEJ	6/4/2008	Update with PB from Xroads	0.20	\$ 405.00	\$ 81.00
27	MEJ	6/4/2008	Discussion with PS and DG re: union	0.60	\$ 405.00	\$ 243.00
28	MEJ	6/4/2008	Discussion with SG re: HIG, Wise	0.30	\$ 405.00	\$ 121.50
29	MEJ	6/4/2008	Pre-meeting with Wise folks	0.50	\$ 405.00	\$ 202.50
30	MEJ	6/4/2008	Begin review of week 11 scorecard	0.80	\$ 405.00	\$ 324.00
31	MEJ	6/4/2008	Discussion with HK re: case status	0.20	\$ 405.00	\$ 81.00
32	MEJ	6/4/2008	Update schedule of class 10 claims Discussion with Nat City and HIG re: diligence, labor	0.60	\$ 405.00	\$ 243.00
33	MEJ	6/4/2008	negotiations, etc.	0.70	\$ 405.00	\$ 283.50
34	MEJ	6/4/2008	Meeting with financial people from Wise	3.30	\$ 405.00	\$ 1,336.50
35	MEJ	6/4/2008	Debrief with Nat City and management	0.40	\$ 405.00	\$ 162.00
36	MAK	6/5/2008	Finalize 13-week CF rollforward	0.50	\$ 245.00	\$ 122.50
37	MEJ	6/5/2008	Update Class 10 claims for new creditors	0.30	\$ 405.00	\$ 121.50
38	MEJ	6/5/2008	Conference cal with Sun Capital	0.80	\$ 405.00	\$ 324.00
39	MEJ	6/5/2008	Review plan funding and ops agreements	0.40	\$ 405.00	\$ 162.00
40	MEJ	6/5/2008	Update with MF re: potential bidders Review Delair A/R, professional fees, availability	0.40	\$ 405.00	\$ 162.00
41	MAK	6/6/2008	schedules and other info for CF	1.10	\$ 245.00	\$ 269.50
42	MEJ	6/6/2008	Update liquidation analysis for Plan Supplement	2.50	\$ 405.00	\$ 1,012.50
43	MEJ	6/6/2008	Discuss same with PS Meeting with representatives from Longroad Asset	0.20	\$ 405.00	\$ 81.00
44	MEJ	6/6/2008	Management	1.40	\$ 405.00	\$ 567.00
45	MEJ	6/6/2008	Availability comparison for HIG	2.10	\$ 405.00	\$ 850.50
46	MEJ	6/6/2008	More meetings with Longroad Update with DG re: union negotiations and	1.80	\$ 405.00	\$ 729.00
47	MEJ	6/6/2008	environmental	0.50	\$ 405.00	\$ 202.50
48	MEJ	6/6/2008	SG re: Longroad meetings and next week	0.40	\$ 405.00	\$ 162.00

Exhibit B

4th Fee Application

**Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317**

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period: 6/02/08 thru 6/29/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
49	MAK	6/9/2008	Begin cash flow scorecard	2.70	\$ 245.00	\$ 661.50
50	MAK	6/9/2008	Prepare cash flow scorecard	2.10	\$ 245.00	\$ 514.50
51	MAK	6/9/2008	Continue cash flow scorecard	1.60	\$ 245.00	\$ 392.00
52	MAK	6/9/2008	Revise cash flow scorecard	1.50	\$ 245.00	\$ 367.50
53	MAK	6/9/2008	Continue cash flow scorecard	1.90	\$ 245.00	\$ 465.50
54	MAK	6/9/2008	Finalize cash flow scorecard	0.90	\$ 245.00	\$ 220.50
55	MEJ	6/9/2008	Update with MF re: Plan Supplement and APA Discussion with PS re: Due diligence update, MOR	0.30	\$ 405.00	\$ 121.50
56	MEJ	6/9/2008	update, 363 status	0.60	\$ 405.00	\$ 243.00
57	MEJ	6/9/2008	Review and comment on claims register	1.60	\$ 405.00	\$ 648.00
58	MEJ	6/9/2008	Prep for call with Xroads	0.40	\$ 405.00	\$ 162.00
59	MEJ	6/9/2008	Call with Xroads re: Scorecard week 11	0.80	\$ 405.00	\$ 324.00
60	MEJ	6/9/2008	Call with Nat City	0.40	\$ 405.00	\$ 162.00
61	MEJ	6/9/2008	Review Week 12 Scorecard	0.70	\$ 405.00	\$ 283.50
62	MEJ	6/9/2008	Analysis re disbursement default	1.40	\$ 405.00	\$ 567.00
63	MEJ	6/9/2008	Discuss waiver situation with PS; review same	0.30	\$ 405.00	\$ 121.50
64	MAK	6/10/2008	Begin 13-week CF rollforward	2.30	\$ 245.00	\$ 563.50
65	MAK	6/10/2008	Prep 13-week CF rollforward	1.60	\$ 245.00	\$ 392.00
66	MAK	6/10/2008	Continue prep 13-week CF rollforward	2.70	\$ 245.00	\$ 661.50
67	MAK	6/10/2008	Continue prep 13-week CF rollforward	1.40	\$ 245.00	\$ 343.00
68	MAK	6/10/2008	Revise 13-week CF	0.80	\$ 245.00	\$ 196.00
69	MAK	6/10/2008	Continue revise 13-week CF rollforward	1.30	\$ 245.00	\$ 318.50
70	MEJ	6/10/2008	Discussion with CK re: waiver	0.40	\$ 405.00	\$ 162.00
71	MEJ	6/10/2008	emails re utility situation email to MF and PS re: waiver situation and impact on	0.10	\$ 405.00	\$ 40.50
72	MEJ	6/10/2008	CIT	0.40	\$ 405.00	\$ 162.00
73	MEJ	6/10/2008	Update with MF re: waiver	0.40	\$ 405.00	\$ 162.00
74	MEJ	6/10/2008	Conference call with Relativity	1.50	\$ 405.00	\$ 607.50
75	MEJ	6/10/2008	Continue review and comment of claims register	0.40	\$ 405.00	\$ 162.00
76	MAK	6/11/2008	Prep weekly disbursement tracker	1.60	\$ 245.00	\$ 392.00
77	MAK	6/11/2008	Review and comment on April MORs	1.70	\$ 245.00	\$ 416.50
78	MAK	6/11/2008	Revise weekly disbursement tracker Meeting with Ms. Roman to review and discuss weekly	0.90	\$ 245.00	\$ 220.50
79	MAK	6/11/2008	disbursements Meeting with Mr. Sorenson to review and discuss	0.60	\$ 245.00	\$ 147.00
80	MAK	6/11/2008	weekly disbursements and 13-week rollforward	1.10	\$ 245.00	\$ 269.50
81	MAK	6/11/2008	Begin reconciliation of Week #12 scorecard	1.30	\$ 245.00	\$ 318.50
82	MAK	6/11/2008	Continue review and comment on April MORs Meeting with Ms. Roman to review and discuss weekly	0.80	\$ 245.00	\$ 196.00
83	MAK	6/11/2008	disbursements Revise cash receipts and disbursements schedule to	0.60	\$ 245.00	\$ 147.00
84	MAK	6/11/2008	April MOR	0.50	\$ 245.00	\$ 122.50
85	MEJ	6/11/2008	HIG info request	0.50	\$ 405.00	\$ 202.50
86	MEJ	6/11/2008	Continue review and comment of claims register	3.10	\$ 405.00	\$ 1,255.50
87	MEJ	6/11/2008	Update with Pete Ball re: Ultra B/S	0.30	\$ 405.00	\$ 121.50
88	MEJ	6/11/2008	Update with Paul re various matters	0.40	\$ 405.00	\$ 162.00
89	MEJ	6/11/2008	Discussion with MK re: cash management	0.30	\$ 405.00	\$ 121.50
90	MEJ	6/11/2008	Discussion with MF re: environmental and cap issues	0.60	\$ 405.00	\$ 243.00
91	MEJ	6/11/2008	Various waiver discussions with PS, CK, MF	1.10	\$ 405.00	\$ 445.50
92	MEJ	6/11/2008	Conference call with Relativity	0.50	\$ 405.00	\$ 202.50
93	MEJ	6/11/2008	Review April MORs	0.60	\$ 405.00	\$ 243.00
94	MEJ	6/11/2008	Additional review and analysis of waiver	0.90	\$ 405.00	\$ 364.50

Exhibit B

4th Fee Application

Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period:

6/02/08 thru 6/29/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
95	MEJ	6/11/2008	Continued review of April MORs	0.80	\$ 405.00	\$ 324.00
96	MEJ	6/11/2008	Discuss E&Y list with HIG	0.30	\$ 405.00	\$ 121.50
97	MEJ	6/11/2008	Waiver discussion with MF	0.80	\$ 405.00	\$ 324.00
98	MEJ	6/11/2008	Discussion with HK re: Nat City	0.30	\$ 405.00	\$ 121.50
99	MEJ	6/11/2008	Discussion with HK and BK re: disbursement default	0.50	\$ 405.00	\$ 202.50
100	MEJ	6/11/2008	email re Claims	0.30	\$ 405.00	\$ 121.50
			Meeting with Mr. Sorenson to review and discuss			
101	MAK	6/12/2008	weekly disbursements and 13-week rollforward	0.40	\$ 245.00	\$ 98.00
102	MAK	6/12/2008	Update week #12 scorecard reconciliation	1.10	\$ 245.00	\$ 269.50
103	MAK	6/12/2008	revise 13-week CF rollforward	1.10	\$ 245.00	\$ 269.50
104	MAK	6/12/2008	Meeting with Messrs. Jacoby and Poslusny	1.20	\$ 245.00	\$ 294.00
			Review claims registry and segregate claims into			
105	MAK	6/12/2008	different classes and categories	2.30	\$ 245.00	\$ 563.50
			Meeting with Ms. Roman to review and discuss weekly			
106	MAK	6/12/2008	disbursements	0.40	\$ 245.00	\$ 98.00
107	MAK	6/12/2008	Review April MORs	0.70	\$ 245.00	\$ 171.50
108	MEJ	6/12/2008	A/R and inventory review and discussion with PS	0.70	\$ 405.00	\$ 283.50
			Conference call with Cozen re: APA, timing, filing			
109	MEJ	6/12/2008	deadlines, waiver	1.80	\$ 405.00	\$ 729.00
110	MEJ	6/12/2008	Prepare Schedule 8.1 - Executory Contracts	1.30	\$ 405.00	\$ 526.50
111	MEJ	6/12/2008	Review Disbursement tracking tool	0.40	\$ 405.00	\$ 162.00
112	MEJ	6/12/2008	Meet with JP and MK re: claims	0.80	\$ 405.00	\$ 324.00
113	MEJ	6/12/2008	Conference call with Epiq re: same	0.30	\$ 405.00	\$ 121.50
114	MEJ	6/12/2008	Follow-up on Schedule 8.1	1.10	\$ 405.00	\$ 445.50
			Review claims registry and segregate claims into			
115	MAK	6/13/2008	different classes and categories	3.10	\$ 245.00	\$ 759.50
			Continue review claims registry and segregate claims			
116	MAK	6/13/2008	into different classes and categories	2.30	\$ 245.00	\$ 563.50
			Review claims registry and segregate claims into			
117	MAK	6/13/2008	different classes and categories	2.10	\$ 245.00	\$ 514.50
			Meeting with Ms. Roman to review and discuss weekly			
118	MAK	6/13/2008	disbursements	0.60	\$ 245.00	\$ 147.00
119	MEJ	6/13/2008	Begin review of APA	0.60	\$ 405.00	\$ 243.00
120	MEJ	6/13/2008	Discussions and emails re Schedule 8.1	0.40	\$ 405.00	\$ 162.00
121	MEJ	6/14/2008	Complete review of APA and provide comments	0.90	\$ 405.00	\$ 364.50
122	MAK	6/16/2008	Begin cash flow scorecard	2.20	\$ 245.00	\$ 539.00
123	MAK	6/16/2008	Prepare cash flow scorecard	2.30	\$ 245.00	\$ 563.50
124	MAK	6/16/2008	Continue cash flow scorecard	1.10	\$ 245.00	\$ 269.50
125	MAK	6/16/2008	Revise cash flow scorecard	0.90	\$ 245.00	\$ 220.50
126	MAK	6/16/2008	Continue cash flow scorecard	1.40	\$ 245.00	\$ 343.00
127	MAK	6/16/2008	Finalize cash flow scorecard	0.50	\$ 245.00	\$ 122.50
128	MAK	6/16/2008	Review and update Schedule 8.1	0.70	\$ 245.00	\$ 171.50
			Review claims register, segregate environmental claims			
			and prepare schedule of potential environmental			
129	MAK	6/16/2008	objections for Cozen	3.70	\$ 245.00	\$ 906.50
130	MEJ	6/16/2008	Review drafts of APA and motions	0.90	\$ 405.00	\$ 364.50
131	MEJ	6/16/2008	emails re: Scorecard	0.20	\$ 405.00	\$ 81.00
			Review claims register, segregate Class 1 claims and			
			prepare schedule of potential Class 1 objections for			
132	MAK	6/17/2008	Cozen	2.70	\$ 245.00	\$ 661.50
			Review claims register, segregate Class 2 claims and			
			prepare schedule of potential Class 2 objections for			
133	MAK	6/17/2008	Cozen	2.90	\$ 245.00	\$ 710.50

Exhibit B

4th Fee Application

**Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317**

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period:

6/02/08 thru 6/29/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
134	MAK	6/17/2008	Review claims register, segregate Class 4 claims and prepare schedule of potential Class 4 objections for Cozen	2.10	\$ 245.00	\$ 514.50
135	MAK	6/17/2008	Review claims register, segregate Class 5 claims and prepare schedule of potential Class 5 objections for Cozen	3.90	\$ 245.00	\$ 955.50
136	MAK	6/17/2008	Review and update Schedule 8.1	1.10	\$ 245.00	\$ 269.50
137	MEJ	6/17/2008	Review HIG comments to APA	0.50	\$ 405.00	\$ 202.50
138	MEJ	6/17/2008	Review revised Sales motion	0.20	\$ 405.00	\$ 81.00
139	MEJ	6/17/2008	Review Week #13 Scorecard	0.60	\$ 405.00	\$ 243.00
140	MEJ	6/17/2008	emails re: Transfer tax issue	0.10	\$ 405.00	\$ 40.50
141	MEJ	6/17/2008	Review updates to claim analysis	0.40	\$ 405.00	\$ 162.00
142	MEJ	6/17/2008	Discussion with MK re: claims and executory contracts	0.40	\$ 405.00	\$ 162.00
143	MEJ	6/17/2008	Discussion with HK re: case status	0.50	\$ 405.00	\$ 202.50
144	MEJ	6/17/2008	Discussion with MK re: claims Completed Duplicate Claims Analysis an Objection Worksheet comparing "Duplicate Claims" against the	0.30	\$ 405.00	\$ 121.50
145	GF	6/18/2008	proof of claims to confirm Duplicates. Review claims register, segregate Class 6 claims and prepare schedule of potential Class 6 objections for Cozen	10.10	\$ 155.00	\$ 1,565.50
146	MAK	6/18/2008	Review claims register, segregate Class 5 claims and prepare schedule of potential Class 5 objections for Cozen	3.10	\$ 245.00	\$ 759.50
147	MAK	6/18/2008	Continue review claims register, continue segregate Class 6 claims and continue prepare schedule of potential Class 6 objections for Cozen	3.40	\$ 245.00	\$ 833.00
148	MAK	6/18/2008	Continue review claims register, continue segregate Class 5 claims and continue prepare schedule of potential Class 5 objections for Cozen	1.10	\$ 245.00	\$ 269.50
149	MAK	6/18/2008	Review claims register, segregate executory contracts and prepare schedule of potential executory contracts for Cozen	1.70	\$ 245.00	\$ 416.50
150	MAK	6/18/2008	Review and update Schedule 8.1	3.20	\$ 245.00	\$ 784.00
151	MAK	6/18/2008	emails re: claims, scorecard	0.40	\$ 245.00	\$ 98.00
152	MEJ	6/18/2008	Review 6/14 A/R	0.20	\$ 405.00	\$ 81.00
153	MEJ	6/18/2008	Discussion with MK re: claims status	0.40	\$ 405.00	\$ 162.00
154	MEJ	6/18/2008	Completed Objection and Assumption Analysis of Executory Contracts that appear in Schedules and	0.20	\$ 405.00	\$ 81.00
155	GF	6/19/2008	Proof of Claims. Started Class 10 Claims Analysis an Objection	5.50	\$ 155.00	\$ 852.50
156	GF	6/19/2008	Worksheet Review claims register, segregate priority claims and prepare schedule of potential priority claims objections for Cozen	4.10	\$ 155.00	\$ 635.50
157	MAK	6/19/2008	Review claims register, segregate admin claims and prepare schedule of potential admin claims objections for Cozen	2.10	\$ 245.00	\$ 514.50
158	MAK	6/19/2008	Review claims register, segregate misc claims and prepare schedule of potential misc claims objections for Cozen	1.70	\$ 245.00	\$ 416.50
159	MAK	6/19/2008	Review claims register, segregate misc claims and prepare schedule of potential misc claims objections for Cozen	3.60	\$ 245.00	\$ 882.00

Exhibit B

4th Fee Application

Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period: 6/02/08 thru 6/29/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
160	MAK	6/19/2008	Review claims register, segregate tax claims and prepare schedule of potential tax claims objections for Cozen	3.40	\$ 245.00	\$ 833.00
161	MAK	6/19/2008	Review claims register, segregate Class 7 claims and prepare schedule of potential Class 7 objections for Cozen	1.10	\$ 245.00	\$ 269.50
162	MAK	6/19/2008	Review claims register, segregate duplicate claims and prepare schedule of potential claims objections for Cozen	1.30	\$ 245.00	\$ 318.50
163	MEJ	6/19/2008	emails re: claims	0.40	\$ 405.00	\$ 162.00
164	MEJ	6/19/2008	Review 5/31 ineligible and availability changes Completed Claims vs. Schedule Analysis an Objection	0.40	\$ 405.00	\$ 162.00
165	GF	6/20/2008	Worksheet Completed Class 10 Claims Analysis and Objection	5.10	\$ 155.00	\$ 790.50
166	GF	6/20/2008	Worksheet	5.30	\$ 155.00	\$ 821.50
167	MAK	6/20/2008	Review all claims register objection analyses to date	2.70	\$ 245.00	\$ 661.50
168	MAK	6/20/2008	Review Class 10 claims register analysis	1.10	\$ 245.00	\$ 269.50
169	MAK	6/20/2008	Update Schedule 8.1	0.70	\$ 245.00	\$ 171.50
170	MAK	6/20/2008	Review tax claim info and update tax claims objection schedule	2.30	\$ 245.00	\$ 563.50
171	MAK	6/20/2008	Review claims vs. schedule analysis (\$200k - \$144 million)	1.30	\$ 245.00	\$ 318.50
172	MAK	6/20/2008	Continue review claims register, continue segregate Misc claims and continue prepare schedule of potential Misc objections for Cozen	1.70	\$ 245.00	\$ 416.50
173	MEJ	6/20/2008	Various emails re: claims	0.30	\$ 405.00	\$ 121.50
174	MEJ	6/20/2008	Review claims register	0.60	\$ 405.00	\$ 243.00
175	MEJ	6/23/2008	Review week #14 cash disbursements	0.40	\$ 405.00	\$ 162.00
176	MEJ	6/23/2008	Review Schedule 8.1	0.50	\$ 405.00	\$ 202.50
177	MEJ	6/23/2008	Review Claims update	1.10	\$ 405.00	\$ 445.50
178	MEJ	6/23/2008	Review motions	0.50	\$ 405.00	\$ 202.50
179	MEJ	6/23/2008	Update with PS on case status, claims, cash flow, business	0.60	\$ 405.00	\$ 243.00
180	MEJ	6/23/2008	Update with MF on Unions, Environmental, critical dates	0.70	\$ 405.00	\$ 283.50
181	MEJ	6/23/2008	Continue review of motions	0.20	\$ 405.00	\$ 81.00
182	MEJ	6/23/2008	Review budget for next 4 weeks and other budget issues	0.70	\$ 405.00	\$ 283.50
183	MEJ	6/23/2008	Consideration of Ben LLC agreement on Schedule 8.1	0.40	\$ 405.00	\$ 162.00
184	MEJ	6/23/2008	Conference call with JHC re: various matters	1.30	\$ 405.00	\$ 526.50
185	MEJ	6/23/2008	Continued discussion and review of Schedule 8.1	0.40	\$ 405.00	\$ 162.00
186	MEJ	6/23/2008	Discussion with SG re: 8.1	0.60	\$ 405.00	\$ 243.00
187	MEJ	6/23/2008	Discussion with PS re: 8.1	0.40	\$ 405.00	\$ 162.00
188	MEJ	6/23/2008	Conference call with MF, JP, SG re: 8.1	1.60	\$ 405.00	\$ 648.00
189	MEJ	6/24/2008	8.1 Follow-up for Epiq	0.30	\$ 405.00	\$ 121.50
190	MEJ	6/24/2008	Update with PS re: status and forecast	0.40	\$ 405.00	\$ 162.00
191	MEJ	6/24/2008	Discuss PSEG waiver issue with PS	0.20	\$ 405.00	\$ 81.00
192	MEJ	6/24/2008	Discuss PSEG waiver issue with MF	0.40	\$ 405.00	\$ 162.00
193	MEJ	6/24/2008	Develop analysis supporting waiver request	1.10	\$ 405.00	\$ 445.50
194	MEJ	6/24/2008	Begin review of 503(b)(9) claims	1.40	\$ 405.00	\$ 567.00
195	MEJ	6/24/2008	Discussion with CK re: 503(b)(9)	0.20	\$ 405.00	\$ 81.00
196	MEJ	6/24/2008	Additional prep re: waiver request	0.70	\$ 405.00	\$ 283.50

Exhibit B

4th Fee Application

**Phoenix Management Services, Inc.
110 Chadds Ford Commons
Chadds Ford, PA 19317**

Detail of Time Charges for Shapes/Arch Holdings, LLC DIP

For the Period:

6/02/08 thru 6/29/08

Entry Number	Employee	Date	Description	Hours	Hourly Rate	Professional Fees
197	MEJ	6/24/2008	Various discussions with JP re: 503(b)(9) issues	0.40	\$ 405.00	\$ 162.00
198	MEJ	6/24/2008	Continue review of 503(b)(9) claims	1.90	\$ 405.00	\$ 769.50
199	MEJ	6/24/2008	Various emails re: waiver issues	0.30	\$ 405.00	\$ 121.50
200	MAK	6/25/2008	Begin cash flow scorecard	1.70	\$ 245.00	\$ 416.50
201	MAK	6/25/2008	Prepare cash flow scorecard	1.30	\$ 245.00	\$ 318.50
202	MAK	6/25/2008	Continue cash flow scorecard	1.10	\$ 245.00	\$ 269.50
203	MAK	6/25/2008	Revise cash flow scorecard	0.70	\$ 245.00	\$ 171.50
204	MAK	6/25/2008	Continue cash flow scorecard	1.40	\$ 245.00	\$ 343.00
205	MAK	6/25/2008	Finalize cash flow scorecard	1.30	\$ 245.00	\$ 318.50
206	MAK	6/25/2008	Prepare rolling 13-week cash flow	1.40	\$ 245.00	\$ 343.00
207	MEJ	6/25/2008	Discussion with HK re: covenant waiver and 503b9	0.20	\$ 405.00	\$ 81.00
208	MEJ	6/25/2008	Review recent claims	0.20	\$ 405.00	\$ 81.00
209	MEJ	6/25/2008	Review admin claims filed	0.60	\$ 405.00	\$ 243.00
210	MEJ	6/25/2008	Review week 14	1.10	\$ 405.00	\$ 445.50
211	MEJ	6/25/2008	Continued review of admin claims	0.60	\$ 405.00	\$ 243.00
212	MAK	6/26/2008	Continue rolling 13-week cash flow	2.30	\$ 245.00	\$ 563.50
213	MAK	6/26/2008	Prepare rolling 13-week cash flow	1.70	\$ 245.00	\$ 416.50
214	MAK	6/26/2008	Continue rolling 13-week cash flow	1.20	\$ 245.00	\$ 294.00
215	MAK	6/26/2008	Prepare rolling 13-week cash flow	1.10	\$ 245.00	\$ 269.50
216	MAK	6/26/2008	Continue rolling 13-week cash flow	1.60	\$ 245.00	\$ 392.00
217	MAK	6/26/2008	Prepare rolling 13-week cash flow	0.90	\$ 245.00	\$ 220.50
218	MEJ	6/26/2008	Review various admin claims	1.60	\$ 405.00	\$ 648.00
219	MEJ	6/26/2008	Review union settlements	0.80	\$ 405.00	\$ 324.00
220	MEJ	6/26/2008	Final review of week 14 scorecard	0.70	\$ 405.00	\$ 283.50
221	MEJ	6/26/2008	Detailed review of all admin claims	1.10	\$ 405.00	\$ 445.50
222	MEJ	6/26/2008	Update with JP re admin claims and reserve	0.60	\$ 405.00	\$ 243.00
223	MEJ	6/26/2008	Continued review of admin claims	1.30	\$ 405.00	\$ 526.50
224	MEJ	6/26/2008	Review initial draft of 13 week rollforward	1.60	\$ 405.00	\$ 648.00
225	MEJ	6/26/2008	Continued review of admin claims	0.50	\$ 405.00	\$ 202.50
226	MAK	6/27/2008	Prepare rolling 13-week cash flow	1.30	\$ 245.00	\$ 318.50
227	MAK	6/27/2008	Meeting to review rolling 13-week cash flow	0.90	\$ 245.00	\$ 220.50
228	MAK	6/27/2008	Revise rolling 13-week cash flow	1.30	\$ 245.00	\$ 318.50
229	MAK	6/27/2008	Meeting to review rolling 13-week cash flow	0.50	\$ 245.00	\$ 122.50
230	MAK	6/27/2008	Revise rolling 13-week cash flow	0.60	\$ 245.00	\$ 147.00
231	MAK	6/27/2008	Prep rolling 13-week variance and other analyses	1.10	\$ 245.00	\$ 269.50
232	MAK	6/27/2008	Review weekly disbursements with Ms. Roman Review utility and insurance payments with Mr.	0.60	\$ 245.00	\$ 147.00
233	MAK	6/27/2008	Sorenson	0.70	\$ 245.00	\$ 171.50
234	MAK	6/27/2008	Finalize rolling 13-week cash flow Develop comprehensive spreadsheet re: priority and	0.90	\$ 245.00	\$ 220.50
235	MEJ	6/27/2008	admin claims	2.70	\$ 405.00	\$ 1,093.50
236	MEJ	6/27/2008	Conf call with MK and PS re: week 13 rollforward	1.40	\$ 405.00	\$ 567.00
237	MEJ	6/27/2008	2nd Conf call with MK and PS re: week 13 rollforward	0.90	\$ 405.00	\$ 364.50
238	MEJ	6/27/2008	Finalize claims spreadsheet and circulate	2.50	\$ 405.00	\$ 1,012.50
239	MEJ	6/28/2008	Begin analysis of professional fees for escrow purposes Finalize analysis of professional fees for escrow	0.60	\$ 405.00	\$ 243.00
240	MEJ	6/29/2008	purposes	1.40	\$ 405.00	\$ 567.00
241	MEJ	6/29/2008	Review additional admin claims	0.20	\$ 405.00	\$ 81.00
242	MEJ	6/29/2008	emails re: sentry	0.20	\$ 405.00	\$ 81.00

Total - 4th Fee Application

286.20

\$ 83,282.00

EXHIBIT "C"

SUMMARY OF DISBURSEMENTS	
DISBURSEMENTS	AMOUNT
Mileage (1,146 miles at \$0.505 per mile)	578.73
Air and Rail	
Taxi	
Tolls	57.00
Parking	
Meals	70.50
Telephone	
DISBURSEMENT TOTAL	\$706.23